

POLING, McGAW & POLING, P.C.  
D. Douglas McGaw (P24166)  
Kathryn E. Driscoll (P69727)  
5455 Corporate Drive, Suite 104  
Troy, MI 48098  
(248) 641-0500

*Attorneys for Creditor DeMaria Building Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_  
In Re:

GENERAL MOTORS CORPORATION,  
  
Debtor.

Chapter 11  
Case No. 09-50026-reg  
Hon. Robert E. Gerber

\_\_\_\_\_  
**CONDITIONAL WITHDRAWAL OF CREDITOR DEMARIA BUILDING COMPANY'S  
OBJECTION TO DEBTOR'S NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND  
ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF  
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL  
PROPERTY AND (II) CURE AMOUNTS RELATED THERETO.**

NOW COMES Creditor, DEMARIA BUILDING COMPANY, by and through its attorneys,  
POLING, McGAW & POLING, P.C., and in its Conditional Withdrawal of its Objection to the  
Notices of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases  
of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts  
Related thereto (the "Assumption Notices") served upon DeMaria Building Company ("DeMaria")  
by the above-captioned Debtors and Debtors-in-Possession (collectively, the "Debtors") pursuant  
to the requirements of the *Order Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and  
Bankruptcy Rules 2002, 6004, and 6006, (I) Approving Procedures for Sale of Debtors' Assets  
Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, a U.S.  
Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III)*

*Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice, dated June 2, 2009 (the “Sale Procedures Order”, with Docket No. 274) and Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting related relief dated July 5, 2009 (the “Sale Authorization Order”, with Docket No. 2968), states unto this Honorable Court as follows:*

(1) On or around August 5, 2009 General Motors Corporation (formerly known as NGMCO, Inc.) (hereinafter referred to as the “Purchaser”) submitted its Agreement to Resolve Objection to Cure Notice (“Cure Agreement”) to Creditor DeMaria Building Company, Inc. (a copy of which is attached as Exhibit A).

(2) Pursuant to the terms of the Cure Agreement, Purchaser has agreed to provide payment to DeMaria Building Company in compliance with the terms of the Cure Agreement in the amount of \$1,132,156.98.

(3) That DeMaria Building Company filed its Objection to the Notices of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related thereto (the “Assumption Notices”) with this Court at Docket No. 3841 for the specific reason that the Assumption Notices provided to DeMaria by the Purchaser for the Cure Agreement fail to include any information regarding the actual cure amount specified in the Cure Agreement.

(4) That subsequent to the filing of this Objection, DeMaria Building Company has been assured by the Purchaser that the Cure Amount specified in the Cure Agreement is valid and

enforceable as to the benefit of DeMaria Building Company and against the Purchaser.

(5) Upon the express condition that this assurance by the Purchaser regarding the validity and enforceability of the Cure Amount specified in the August 5, 2009 Cure Agreement between DeMaria Building Company and the Purchaser is correct, then DeMaria Building Company hereby conditionally withdraws its Objection filed in this action at Docket No. 3841, as identified above.

Dated: August 31, 2009

**/s/Kathryn E. Driscoll**

D. Douglas McGaw (P24166)

Kathryn E. Driscoll (P69727)

Poling, McGaw & Poling, P.C.

5455 Corporate Drive, Suite 104

Troy, MI 48098

(248) 641-0500

[KDriscoll@pmppc.com](mailto:KDriscoll@pmppc.com)

(P69727), Attorneys for DeMaria Building Co.

POLING, McGAW & POLING, P.C.  
D. Douglas McGaw (P24166)  
Kathryn E. Driscoll (P69727)  
5455 Corporate Drive, Suite 104  
Troy, MI 48098  
(248) 641-0500

*Attorneys for Creditor DeMaria Building Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_  
In Re:

GENERAL MOTORS CORPORATION,  
  
Debtor.

Chapter 11  
Case No. 09-50026-reg  
Hon. Robert E. Gerber

\_\_\_\_\_  
**CERTIFICATE OF SERVICE**

STATE OF MICHIGAN     )  
                                  )§  
COUNTY OF OAKLAND    )

Kathryn E. Driscoll, being first duly sworn, deposes and says that on August 31, 2009 she did serve a true and correct copy of:

1. Conditional Withdrawal of Creditor Demaria Building Company's Objection to Debtor's Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (Ii) Cure Amounts Related Thereto.; and
2. This Certificate of Service upon:

the parties to this Chapter 11 Bankruptcy Proceeding by ECF Filing.

/s/Kathryn E. Driscoll

D. Douglas McGaw (P24166)  
Kathryn E. Driscoll (P69727)  
Poling, McGaw & Poling, P.C.  
5455 Corporate Drive, Suite 104  
Troy, MI 48098  
(248) 641-0500

[KDriscoll@pmppc.com](mailto:KDriscoll@pmppc.com)

(P69727), Attorneys for DeMaria Building Co.